

Jamie N. Cotter (Wyoming Bar No. 74721)  
Spencer Fane LLP  
1700 Lincoln Street, Suite 2000  
Denver, Colorado 80203  
Telephone: (303) 839-3800  
Facsimile: (303) 839-3838  
jcotter@spencerfane.com  
*Proposed Counsel to Official Committee of  
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF WYOMING**

<b>In Re:</b>	)	<b>Chapter 11</b>
	)	<b>Case No. 16-20326</b>
<b>POWELL VALLEY HEALTH CARE, INC.,</b>	)	
	)	
<b>Debtor-in-possession.</b>	)	

**APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF SPENCER FANE  
LLP AS COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
PURSUANT TO 11 U.S.C. § 327, NUNC PRO TUNC TO JUNE 21, 2016**

The Official Committee of Unsecured Creditors (the “Committee”), for its Application for Order Authorizing Employment of Spencer Fane LLP as Counsel for the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. § 327, *Nunc Pro Tunc* to June 21, 2016, states as follows:

1. On May 16, 2016, (the “Petition Date”), Debtor filed its voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Wyoming.
2. Debtor remains in possession of its assets and continues to operate as debtor-in-possession in accordance with 11 U.S.C. §§ 1107 and 1108.
3. On June 21, 2016, the Office of the United States Trustee filed its Notice of Appointment of the Committee.
4. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.

6. Venue is proper in this Court pursuant to 28 U.S.C. § 1408.

7. The Committee seeks to employ the law firm of Spencer Fane LLP (“Spencer Fane”) as counsel for the Committee under Code § 327. The Committee is requesting that Spencer Fane’s retention be approved *nunc pro tunc* to June 21, 2016, as that is the date the Committee first requested Spencer Fane to render legal services on behalf of the Committee.

8. The Committee has selected Spencer Fane because Spencer Fane has considerable experience in bankruptcy, real estate, corporate, insurance, litigation and other areas of commercial law.

9. Spencer Fane’s depth of experience in representing unsecured creditors’ committees in Chapter 11 cases makes Spencer Fane qualified to deal with the legal issues that may arise in the context of the captioned Chapter 11 proceeding.

10. The professional services that Spencer Fane is to render include, but are not limited to:

a. Advising the Committee with respect to its rights, powers and duties in the captioned case.

b. Assisting the Committee with investigation of assets, liabilities and financial condition of Debtor and of the operation of Debtor’s business in order to maximize the value of Debtor’s assets for the benefit of all creditors.

c. Advising the Committee in connection with any potential sales of assets or business.

d. Assisting the Committee in its analysis of and negotiation with any third party concerning matters related to, among other things, the terms of a plan of reorganization.

e. Assisting and advising the Committee with respect to any communications with the general creditor body regarding significant matters in the captioned case.

f. Commencing and prosecuting necessary and appropriate actions and/or proceedings on behalf of the Committee.

g. Reviewing, analyzing or preparing on behalf of the Committee all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents.

h. Representing the Committee at all hearings and other proceedings.

i. Performing all other necessary legal services in the captioned case as may be requested by the Committee in the captioned Chapter 11 case.

11. The hourly rates charged by Spencer Fane attorneys and paralegals anticipated to work on the captioned case range from \$150 per hour for paralegals to \$425 for partners. These hourly rates are subject to periodic adjustment to reflect economic and other conditions and to reflect increased experience and expertise of such individuals in this area of law. Further, the rates charged in this case are consistent with the hourly rates charged by law firms in this jurisdiction, and, in some instances, represent a discount from Spencer Fane's hourly rates.

12. Code § 328(a) empowers a committee appointed under Code § 1102 to employ attorneys under Code §§ 327 and 1103 under any reasonable terms and conditions with the court's approval. Pursuant to Code § 1103(b), an attorney employed to represent a committee

may not, while employed by such committee, represent, in connection with the case, any other entity having an adverse interest.

13. To the best of the Committee's knowledge and in reliance upon the Declaration of Scott J. Goldstein in Support of Application for Order Authorizing Employment of Spencer Fane LLP as Attorneys for the Committee (the "Declaration"), a copy of which is attached as **Exhibit A**, neither Spencer Fane nor any of its partners, of counsel or associates has had or presently has any connection with Debtor, its creditors, equity security holders, or any other party in interest, or its respective attorneys, accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, in any matters related to Debtor or its estate. Therefore, to the best of the Committee's knowledge, Spencer Fane is a "disinterested person" within the meaning of Code § 101(14).

14. To the best of the Committee's knowledge, neither Spencer Fane, nor any of its attorneys, holds or represents any interest adverse to the Committee or Debtor's estate in the matters on which Spencer Fane is to be retained. The Committee submits that its proposed employment of Spencer Fane is in the best interests of the Committee, Debtor's creditors as a whole and the captioned estate.

15. The Committee understands that Spencer Fane intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Code, the Bankruptcy Rules, this Court's Local Rules and any Order of the Court permitting interim fee applications and compensation. Compensation for services rendered in these proceedings by Spencer Fane shall be subject to the ultimate allowance by this Court and, as to the timing of payment, upon the availability of sufficient assets and funds in the estate.

WHEREFORE, the Committee respectfully requests that the Court enter an Order approving its employment of Spencer Fane LLP as counsel under the terms specified herein to represent it in the captioned case, *nunc pro tunc* to June 21, 2016, and granting such other and further relief as the Court deems just and proper.

Date: July 14, 2016

Respectfully submitted,

SPENCER FANE LLP

/s/ Jamie N. Cotter

Jamie N. Cotter WY #74721  
Philip A. Pearlman CO #11426  
1700 Lincoln Street, Suite 2000  
Denver, CO 80203-4554  
(303) 839-3800  
(303) 839-3838—Fax  
jcotter@spencerfane.com  
ppearlman@spencerfane.com

Scott J. Goldstein MO #28698  
Eric L. Johnson MO #53131  
Lisa A. Epps MO #48544  
Bryant T. Lamer MO #57355  
1000 Walnut, Suite 1400  
Kansas City, MO 64106  
(816) 474-8100  
(816) 474-3216– Fax  
sgoldstein@spencerfane.com  
ejohnson@spencerfane.com  
lepps@spencerfane.com  
blamer@spencerfane.com

PROPOSED COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS

**CERTIFICATE OF SERVICE**

I hereby certify that on July 14, 2016, the above and foregoing was served via first class mail, postage prepaid to all parties on the attached Service List and via electronic filing to all parties requesting/receiving electronic notice in this case.

/s/ Jamie N. Cotter

Proposed Counsel for the Official  
Committee of Unsecured Creditors